

EXHIBIT V

Exhibit V – SEALED - MCKMDL00353376

PLAINTIFFS' OPPOSITION TO DEFENDANTS' MOTION TO EXCLUDE MARKETING
OPINIONS OF DRS. ANNA LEMBKE, KATHERINE KEYES, ANDREW KOLODNY, AND JAKKI
MOHR



McKesson Manufacturer Marketing

Prepared For:

Cephalon, Inc. - ACTIQ[®] and FENTORA[®] Proposal
Chris Doerr - Associate Director, Trade Operations

January 19, 2012

PROPOSAL

Objective:

Educate pharmacists regarding new REMS requirements for ACTIQ® and FENTORA®.

McKesson offers the following Pharmacy Education Platforms which could be leveraged by Cephalon to prepare pharmacists for consumer and healthcare professional (HCP) on questions regarding the new REMS requirements for ACTIQ® and FENTORA®.

ACTIQ® and FENTORA®

RxMail – Fast, flexible access to more than 5,500 Health Mart and other independent pharmacies with direct mail delivery of Cephalon's product message. Mailers can be targeted by territory, state, or historical sales. Content provided by Cephalon. McKesson review to be no more than five (5) business days.

Cost:

- RxMail: \$3.25 to \$7.25 per store based on size and weight

Cephalon must provide RxMail content at least two (2) weeks prior to scheduled mail date. Performance metrics are currently under development as an enhancement to the programs.

RxBulletin - When you need to communicate concise information quickly, RxBulletin is the solution. This program quickly delivers your HTML e-mail message to approximately 7,000 pharmacists, with a direct link to your product's Web page or McKesson *Connect*. RxBulletin offers rapid delivery of time-sensitive messages and requires minimal development time. Content is provided by Cephalon.

Skills and Capabilities

- Offerings of educational awareness to pharmacists, as well as education of a clinical nature to pharmacists.

The **Rxmail** and **RxBulletin** programs detailed above could be leveraged by Cephalon to also educate pharmacists on the new REMS requirements for ACTIQ® and FENTORA® and the new restricted distribution program designed to help ensure appropriate patient selection as well as safe use of the products.

By leveraging McKesson's customer relationships, customers are more likely to read and act on your information. These programs provide you with fast and flexible means of communicating with customers. To increase the effectiveness of the communication, messaging can be targeted to customer segments based on geography or specialty.

These programs are ideal for product launch alerts, educational information, new formulation, NDC changes, and product discontinuations. Content is provided by Cephalon.

PROPOSAL

- Ability to scale up or scale down internal resources as needed to execute educational programs.

All McKesson offerings have turnkey implementation processes, with teams dedicated to ensuring a timely and effective program execution. Programs currently in the market are highly automated and ready to launch once the business rules have been established and all required information submitted by the customer. Program requirements, including design specifications are provided. All associated content would be provided by Cephalon.

- Ability to implement programs with short notice.

As previously mentioned, all McKesson offerings have turnkey implementation processes, with teams dedicated to ensuring a timely and effective program execution. Programs currently in the market are highly automated and ready to launch once the business rules have been established and all required information submitted by the customer.

Program requirements, including design specifications are provided. All associated content would be provided by Cephalon.

Recommendation:

The focus of our **program design** is to deliver educational materials to pharmacists through existing pharmacy workflow avenues.

The program as designed will leverage McKesson's unprecedented connectivity in the marketplace and build on any of your existing pharmacy and patient support efforts. While our experience serves as a guide to our recommendations, we are aware each product has unique challenges.

Created from a growing portfolio of proven and innovative program options from multiple McKesson business units, McKesson offers strategic solutions to deliver the resources and expertise to help your brand:

- Educate pharmacists on brand attributes and clinical issues to elevate their role in patient care
- Enhance pharmacists' brand awareness through multiple communication platforms, online ordering, and in-store promotions
- Measure ROI at the tactical and program levels, and provide metrics that surface and support continuing refinements

Delivering an unmatched combination of communication, promotion, distribution options, plus targeted analytics of exclusive data, McKesson will enable Cephalon to set strategies that prioritize opportunities, optimize resources, and maximize profitability.

McKesson partners with pharmaceutical manufacturers such as Cephalon to define and execute customized strategies targeting key awareness, sales, and distribution goals at all stages of the product life cycle.

McKesson's multiple awareness programs ensure pharmacists have access to the most current product information and give Cephalon more ways to build brand visibility by showing pharmacists when to recommend Cephalon products and how to counsel patients on achieving the best results.

By educating and providing pharmacists opportunities to increase their knowledge of Cephalon products' benefits, safety and adherence issues, they can feel confident recommending and answering questions about these products to patients and HCP.

PROPOSAL**Timeline:**

Week of January 30th - RxBulletin

Week of February 6th - RxMail

Week of February 27th - RxBulletin

Week of March 26th - RxBulletin

**Timelines can be changed if necessary based on Cephalon's needs*

To address these educational objectives, we are recommending the following:

RxMail.....\$3.25 - \$7.25 (based on weight and size)
Fast, flexible access to more than 5,500 Health Mart and other independent pharmacies direct mail delivery of Cephalon's product message. Content provided by Cephalon. McKesson review to be no more than five (5) business days.
RxBulletin.....\$4,000 per e-mail message
Quickly delivers HTML e-mail message to 7,000 pharmacy recipients, with a direct link to your product Web site or McKesson <i>Connect</i> . Content provided by Cephalon. McKesson review to be no more than five (5) business days.
Cephalon must provide content at least two weeks prior to scheduled date of e-mail distribution. Performance metrics provided by McKesson.

McKesson Manufacturer Marketing Contract
Product Promotional Agreement

McKesson agrees to distribute three (3) e-mail messages promoting the products identified below to 7,000 retail pharmacy recipients.

McKesson also agrees to distribute four hundred sixty three (463) mailers to our top Independent Pharmacies selling ACTIQ[®] and FENTORA[®].

***Discount applied to programs**

SERVICES	FEES
RxBulletin (3 e-mails)	\$10,800 (*10% discount)
RxMail	\$2,778 (\$5 -6/ltr estimate)
Total Fee:	\$13,578

McKesson shall invoice Cephalon, Inc. ("Cephalon") for the amount of \$13,578 for these services and Cephalon shall pay such amount upon receipt of invoice.

Promotional Product: ACTIQ[®] and FENTORA[®]

The content of any document, material or information provided by Cephalon to McKesson for inclusion in the program ("Supplier Content") under this agreement is the sole responsibility of Cephalon, and Cephalon represents and warrants that the Supplier Content complies with all applicable laws. Cephalon agrees to defend, indemnify and hold harmless McKesson for any claims, liability or expense whatsoever (including attorney fees) alleged to have arisen through violation of law by the Supplier Content, or infringement by the Supplier Content of any patent, copyright, trademark or other exclusive right of a third party, except and unless the claim, liability or expense arose due to McKesson's gross negligence or willful misconduct.

The signatory to this agreement has signature authority and is empowered on behalf of his or her respective party to execute this agreement.

Cephalon Representative _____ Signature ____/____/____
Date

McKesson Representative _____ Signature ____/____/____
Date

Invoice Address: _____

Email Address (if invoice can be sent electronically): _____

Product Manager: Martha Torres-Morgan Date: January 19, 2012

NPO #: _____

Please fax this signed agreement to (415) 983-9144, Attention: May Chow
or e-mail to may.chow@mckesson.com